## UNITED STATES OF AMERICA BEFORE FEDERAL TRADE COMMISSION

COMMISSIONERS:	Sheila F. Anthony Mozelle W. Thomp Orson Swindle		na <b>n</b>
	Thomas B. Leary		
In the Matter of		- )	
MSC.SOFTWARE CORPORATION, a corporation.		)	Docket No. 9299
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## ORDER WITHDRAWING MATTER FROM ADJUDICATION FOR THE PURPOSE OF CONSIDERING A PROPOSED CONSENT AGREEMENT

Complaint Counsel and Respondent having jointly moved that this matter be withdrawn from adjudication to enable the Commission to consider a proposed Consent Agreement, and

Complaint Counsel and Respondent having submitted a proposed Consent Agreement containing a proposed Order, executed by the Respondent and by Complaint Counsel and approved by the Director of the Bureau of Competition, which, if accepted by the Commission, would resolve this matter in its entirety; it is hereby

ORDERED, pursuant to Rule 3.25(c) of the Commission Rules of Practice, 16 C.F.R. § 3.25(c) (2002), that this matter in its entirety is hereby withdrawn from adjudication, and that all proceedings before the Administrative Law Judge are hereby stayed pending a determination by the Commission with respect to the proposed Consent Agreement, pursuant to Rule 3.25(f), 16 C.F.R. § 3.25(f); and it is further

ORDERED, pursuant to Rule 3.25(b), 16 C.F.R. § 3.25(b), that the proposed Consent Agreement not be placed on the public record unless and until it is accepted by the Commission.

By the Commission.

Donald S. Clark

Secretary

Dated: July 8, 2002